

# REED SMITH SHAW & McCLAY

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PHILADELPHIA, PA  
HARRISBURG, PA  
McLEAN, VA  
PRINCETON, NJ

(412) 288-3306

October 3, 1995

19649

Dear Mr. Strickland:

On behalf of Mellon Financial Services Corporation #3, I submit for filing and recording under 49 U.S.C. Section 11303(a) and regulations promulgated thereunder, an executed primary document, not previously recorded, entitled Memorandum of Lease, dated as of September 29, 1995.

The parties to the enclosed Memorandum of Lease are:

Mellon Financial Services Corporation #3  
One Mellon Bank Center  
Suite 4444  
Pittsburgh, PA 15258  
- Lessor

Kyle Railroad Company  
3rd and Railroad Avenue  
Phillipsburg, KS 67661  
- Lessee

Said Memorandum of Lease covers the leasing of those certain covered hopper cars as identified therein.

A short summary of the document to appear in the ICC Index is as follows:

"Lease of 100 covered hopper cars by Mellon Financial Services Corporation #3, lessor, to Kyle Railroad Company, lessee, ADMX numbers."

Enclosed is \$21.00 cash in payment of the filing fee in this matter.

OCT 4 2 58 PM '95

LICENSING BRANCH

*Counterparts - signed*

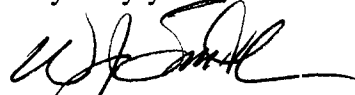
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-2-

October 3, 1995

Once the filing has been made, please return to the bearer the stamped counter-part of the Memorandum of Lease not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the extra copy of this letter of transmittal.

Very truly yours,



William J. Smith  
Attorney for the purpose of this filing for  
Mellon Financial Services  
Corporation #3

Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Enclosures

BY HAND



Interstate Commerce Commission  
Washington, D.C. 20423-0001

10/4/95

Office Of The Secretary

William J. Smith  
Reed Smith Shaw & McClay  
435 Sixth Avenue  
Pittsburgh, PA., 15219-1886

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/4/95 at 3:00PM, and assigned recordation number(s). 19649.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 <sup>(Cash)</sup> The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

# MEMORANDUM OF EQUIPMENT LEASE

This Memorandum of Equipment Lease is intended to evidence the Master Lease Agreement, dated as of September 1, 1995, and Equipment Lease Schedule No. 1, dated September 29, 1995 (together, the "**Lease**"), between Mellon Financial Services Corporation #3, a Pennsylvania corporation, having its principal office at One Mellon Bank Center, Suite 4444, Pittsburgh, PA 15258 ("**Lessor**") and Kyle Railroad Company, 3rd and Railroad Avenue, Phillipsburg, Kansas 67661 ("**Lessee**"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 11303 of Title 49 of the United States Code. Lessor is the owner of the 5161 c.f. covered hopper cars more fully described in Attachment 1 hereto (the "**Equipment**"). Lessee has leased from Lessor the Equipment at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of September 29, 1995.

Lessor:

**MELLON FINANCIAL SERVICES  
CORPORATION #3**

By: William B. McNulty  
William B. McNulty  
Vice President

Lessee:

**KYLE RAILROAD COMPANY**

By: Rick Cecil  
Rick Cecil  
Executive Vice President

Oct 4 3 00 PM '95  
LICENSING BRANCH

State of Arizona                                 )  
  ) S.S  
County of Maricopa                                 )

On this 29<sup>th</sup> day of September 1995, before me personally appeared Rick Cecil, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Kyle Railroad Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
NOTARY PUBLIC

My Commission Expires:

August 1, 1996

[Notarial Seal]

State of Illinois

)

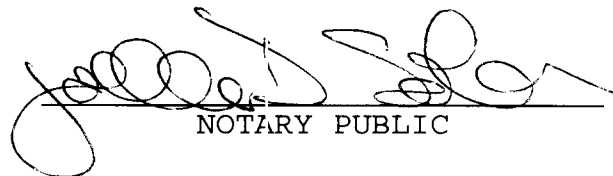
) S.S

County of Cook

)

On this 30 day of September 1995, before me personally appeared William B. McNulty, Jr., to me personally known, who being by me duly sworn, says that he is a Vice President of Mellon Financial Services Corporation #3, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



  
NOTARY PUBLIC

My Commission Expires:

21 November 98

[Notarial Seal]

100 newly manufactured 5161 cu. ft. covered hopper railway cars manufactured by Trinity Industries, Inc. bearing road numbers ADMX 55001-55100, inclusive.